

BEFORE THE SECURITIES COMMISSIONER

STATE OF COLORADO

Case No. XY 2013-002

STIPULATION FOR CONSENT ORDER

IN THE MATTER OF JEFF M. WILSON AND WILSON ADVISORY GROUP,

Respondents.

The Staff of the Colorado Division of Securities (“Staff”), by and through their counsel, the Colorado Attorney General Office, and Respondents Jeff Wilson and Wilson Advisory Group (collectively “Respondents”), by and through their counsel, Levin & Jacobson, LLC, hereby enter into this Stipulation for Consent Order (“Stipulation”) in this matter as follows:

1. The Staff has conducted an investigation pursuant to the authority provided in §§ 11-51-403 and 11-51-601, C.R.S.

2. As a result of the Staff’s investigation, an administrative action was initiated against Respondents for alleged violations of § 11-51-410(1)(g), C.R.S. and Commissioner Rules 51-4.8(IA).A., as set forth more fully in the Staff’s Notice of Duty to Answer, Notice to Set, Notice of Hearing, and Notice of Charges (collectively “Notice of Charges”) filed with the Colorado Office of Administrative Courts on March 8, 2013 and incorporated by reference as if fully set forth herein. These alleged violations, if proven, could constitute grounds for imposition of sanctions against Respondents’ investment adviser and investment adviser representative sales licenses pursuant to § 11-51-410(1), C.R.S.

The Staff and Respondents, in order to resolve this matter without resort to a formal hearing, hereby stipulate and agree as follows:

3. The Securities Commissioner for the State of Colorado has jurisdiction over Respondents and the subject matter of this proceeding.

4. Respondents agree to the entry of a Consent Order in the form attached hereto and incorporated by reference.

5. Respondents neither admit nor deny the allegations contained within the Notice of Charges.

6. Respondents represent that their current investment advisory clients consist of three customers who have been identified in a separate letter from Respondents' counsel, and made part of the Division of Securities' file. Respondents agree that their investment advisory business shall include only the clients as represented by counsel, and that Respondents shall not solicit nor obtain any new investment advisory clients in the future.

7. Respondents agree to pay restitution in the amount of \$56,000 within eighteen (18) months from the date of the Consent Order approving this Stipulation. Payments shall be made payable to the Colorado Division of Securities or successor agency and sent to 1560 Broadway, Suite 900, Denver, Colorado 80202, or successor address.

8. In the event Respondents fail to make restitution in the full amount within the time set forth in Paragraph 7 above, the following terms and conditions apply:

a. Respondents agree that after notice, they shall withdraw their investment adviser and investment adviser representative licenses in the state of Colorado.

b. Following withdrawal of their investment adviser and investment adviser representative licenses, and in the event Respondents ever re-applies for licensure pursuant to § 11-51-401, C.R.S., or successor statute, such application shall be subject to any additional requirements that the Securities Commissioner deems appropriate in his sole discretion, including without limitation, that the application be withdrawn.

c. In the event Respondents' fail to withdraw the aforementioned licenses within ten (10) calendar days from the date of the notice, Respondents understand and acknowledge that the Securities Commissioner may initiate summary suspension proceedings against Respondents' investment adviser and investment adviser representative licenses pursuant to § 11-51-606(4), C.R.S., or successor statute. Respondents further understand and acknowledge that the Securities Commissioner may also contemporaneously with the summary suspension proceedings initiate appropriate formal

proceedings for revocation of Respondents' investment adviser and investment adviser representative licenses.

d. Respondents agree that their failure to comply with Paragraphs 7 and 8(a) above constitutes sufficient basis for the suspension and revocation of their investment adviser and investment adviser representative licenses.

9. Respondents understand that they have the following rights: (1) to have a formal hearing pursuant to §§ 11-51-606(1), 24-4-104 and 24-4-105, C.R.S., concerning the allegations asserted against Respondents; (2) to be represented by counsel of their choice; (3) to present a defense through oral or documentary evidence; (4) to cross-examine witnesses at such hearing; and (5) to seek judicial review of the Consent Order as provided in §§ 11-51-607 and 24-4-106, C.R.S. By entering into this Stipulation, Respondents expressly waive the rights set forth in this paragraph.

10. Respondents acknowledge that they have entered into this Stipulation voluntarily, after the opportunity to consult with counsel of their choice, and with the understanding of the legal consequences of this Stipulation and Consent Order.

11. Respondents agree not to take any action or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding or Conclusion in the Consent Order or creating the impression that the Consent Order is without factual basis; provided, however, that nothing in this provision shall affect Respondents' right to assert any defense in any subsequent proceeding except a proceeding to enforce this Stipulation or the Consent Order.

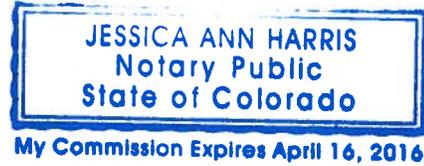
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FOR RESPONDENTS:

Jeff M. Wilson
Jeff M. Wilson

Subscribed and sworn before me by Jeff M. Wilson, in the County of Denver, State of Colorado, this 25th day of March, 2013.

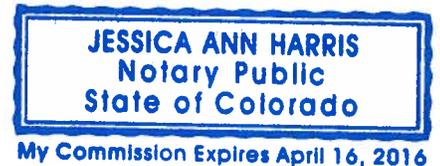
Jessica Ann Harris My Commission Expires: 4/16/2016
Notary Public



Jeff M. Wilson
Jeff M. Wilson, President for
Wilson Advisory Group

Subscribed and sworn before me by Jeff M. Wilson, President of Wilson Advisory Group, in the County of Denver, State of Colorado, this 25th day of March, 2013.

Jessica Ann Harris My Commission Expires: 4/16/2016
Notary Public



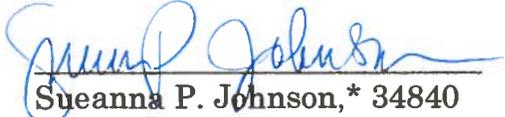
FOR THE COLORADO DIVISION OF SECURITIES:

Gerald Rome
Gerald Rome
Deputy Securities Commissioner

4/19/13
Date

Approved as to Form:

JOHN SUTHERS
Attorney General

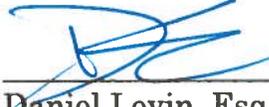


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